

Company number: 02355508

**THE COMPANIES ACT 2006
PUBLIC LIMITED COMPANY**

THURSDAY



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A37

21/12/2017

#302

COMPANIES HOUSE

MILLWALL HOLDINGS PLC (the "Company")

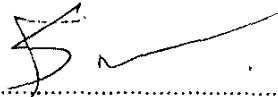
ORDINARY / SPECIAL RESOLUTIONS

The following resolutions were passed at an annual general meeting of the members of the Company duly convened, held and conducted at The Den, Zampa Road, London SE16 3LN on 15 December 2017. Resolutions 1, 2 and 3 were passed as special resolutions.

RESOLUTIONS

1. **THAT** the authorised share capital of the Company be and is hereby increased from £46,238,108.4503 to £66,238,108.4503, of which the maximum number of shares that can be issued as B ordinary shares of £1 each is 50,000,000.
2. **THAT**, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot B ordinary shares of £1 each ("B Shares") (or grant rights to subscribe for or to convert any security into B Shares) up to an aggregate nominal amount of £25,975,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 15 December 2022 save that the Company may, before such expiry, make an offer or agreement which would or might require B Shares to be allotted (or any such rights to be granted), and the directors of the Company may allot B Shares or grant any such rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006 which shall have full force and effect in addition to this authority.
3. **THAT**, subject to the passing of resolution 2, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be given the general power to allot equity securities (as defined in section 560 of that Act) pursuant to the authority conferred by that resolution 2, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £25,975,000; and
 - b. expire on 15 December 2022 (unless renewed, varied or revoked by the Company prior to or on that date),

save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

A handwritten signature in black ink, appearing to be 'T. Simmons', written over a horizontal dotted line.

Thomas Simmons
Company Secretary
for and on behalf of the Company